

賬目附註

1. Principal Accounting Policies

The principal accounting policies adopted in the preparation of these accounts are set out below:

(a) Basis of presentation and preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). They have been prepared under the historical cost convention except that investment properties and long-term investments are stated at fair value.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards (“new HKFRSs”) which are effective for accounting periods beginning on or after 1st January 2005. The Company (“VSC”) and its subsidiaries (together “the VSC Group”) have not early adopted these new HKFRSs in the accounts for the year ended 31st March 2005. The VSC Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

(b) Basis of consolidation

The consolidated accounts include the accounts of VSC and its subsidiaries, together with the VSC Group’s share of post-acquisition results and reserves of its associates under the equity method of accounting. The results of subsidiaries and associates acquired or disposed of during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions and balances within the VSC Group are eliminated on consolidation.

The gain or loss on disposal of a subsidiary represents the difference between the proceeds of the disposal and the VSC Group’s share of its net assets together with any unamortised goodwill or negative goodwill and any related cumulative foreign currency translation adjustments.

Minority interests represent the interests of outside shareholders in the results of operations and net assets of subsidiaries.

(c) Goodwill

Goodwill represents the excess of the fair value of the consideration of an acquisition over the VSC Group’s share of the aggregate fair values of the identifiable net assets acquired. Goodwill is recognised as an intangible asset in the balance sheet and is amortised on a straight-line basis over its estimated economic life. The carrying value of goodwill is assessed periodically or when factors indicating an impairment are present. Any impairment of goodwill is charged to the profit and loss account in the period in which the impairment occurs.

1. 主要會計政策

編製本賬目時所採納的主要會計政策如下所述：

(a) 編製基準

本賬目乃根據香港公認會計原則及香港會計師公會（「公會」）頒佈之會計實務標準編製。賬目乃按照歷史成本會計法編製，惟投資物業及長期投資按公平價值列賬。

公會新頒佈及修訂多項香港財務申報準則及香港會計準則（「新香港財務申報準則」），該等準則於二零零五年一月一日或之後的會計期間生效。本公司（「萬順昌」）及其附屬公司（合稱「萬順昌集團」）截至二零零五年三月三十一日止年度的賬目並無提早採用該等新香港財務申報準則。萬順昌集團已開始評估採用該等新香港財務申報準則的影響，但未能確定該等新香港財務申報準則對其經營業績及財政狀況是否有重大影響。

(b) 綜合基準

綜合賬目包括萬順昌及其附屬公司之賬目，並以權益法計算萬順昌集團所佔其聯營公司之收購後業績及儲備。於本年度購入或出售之附屬公司及聯營公司，分別由收購的生效日期起或截至出售的生效日期止包括在綜合損益表。

萬順昌集團所有公司間重大交易及結餘均於綜合賬目時註銷。

出售一間附屬公司所產生的盈虧，乃指出售所得款項與萬順昌集團所佔資產淨值兩者間之差額，連同任何未攤銷商譽或負商譽，以及任何相關累計外幣滙兌調整。

少數股東權益指外界股東所佔附屬公司經營業績及淨資產之權益。

(c) 商譽

商譽指所付代價的公平價值與萬順昌集團佔購入可識別淨資產的公平價值總額兩者之間之差額。商譽於資產負債表內確認為一項無形資產及按其預計經濟年期以直線法攤銷。商譽之賬面值會定期或於出現減值之因素時獲評估。任何商譽減值於減值期間內於損益表扣除。

1. Principal Accounting Policies (Cont'd)

(d) Subsidiaries

Subsidiaries are those entities in which VSC, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast majority of votes at the meetings of the board of directors.

In VSC's balance sheet, the investments in subsidiaries are stated at cost less accumulated impairment losses, if any. The results of subsidiaries are accounted for by VSC on the basis of dividends received and receivable.

(e) Associates

An associate is a company, not being a subsidiary or a joint venture, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the VSC Group's share of the results of the associates for the year, and the consolidated balance sheet includes the VSC Group's share of the net assets of the associates and goodwill (net of accumulated amortisation) on acquisition.

Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the VSC Group has incurred obligations or guaranteed obligations in respect of the associate.

Unrealised gains on transactions between the VSC Group and its associates are eliminated to the extent of the VSC Group's interests in the associates; unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

(f) Contractual joint ventures

A contractual joint venture is an entity established between the VSC Group and one or more other parties for a pre-determined period of time, with the rights and obligations of the joint venture partners being governed by a contract. If the VSC Group is able to govern and control the financial and operating policies of the contractual joint venture so as to obtain benefits from its activities, such joint venture is considered as a de facto subsidiary and is accounted for as such.

(g) Fixed assets and depreciation

Fixed assets, other than investment properties, are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Major expenditures on modifications and betterments of fixed assets which will increase their future economic benefits are capitalised, while expenditures on repairs and maintenance are expensed when incurred.

1. 主要會計政策 (續)

(d) 附屬公司

附屬公司乃該等由萬順昌直接或間接控制其半數以上投票權·控制其財務及營運政策監管權·委任或罷免董事會的大多數席位·或於董事會會議上佔大多數投票權的實體。

於萬順昌之資產負債表內·於附屬公司的投資乃以成本扣除累計減值虧損列賬。萬順昌將附屬公司之業績按已收及應收股息之基準入賬。

(e) 聯營公司

聯營公司為附屬公司或合營公司以外·萬順昌集團持有其股權作長期投資·並對其管理具有重大影響力之公司。

綜合損益表包括萬順昌集團應佔聯營公司之本年度業績·而綜合資產負債表則包括萬順昌集團應佔聯營公司之資產淨值及收購產生之商譽(扣除累計攤銷)。

當在聯營公司之投資賬面值全數撤銷·便不再採用權益會計法·除非萬順昌集團就該聯營公司已產生承擔或有擔保之承擔。

萬順昌集團與其聯營公司間之交易產生之未變現收益按萬順昌集團所佔該等聯營公司之權益比例註銷·除非該交易能提供所轉讓資產減值之憑證·否則將未變現虧損註銷。

(f) 合約合營企業

合約合營企業為萬順昌集團與一個或以上其他訂約方成立而預定經營期之實體·並享有及承擔受合約管制之合營企業夥伴之權利及義務。倘萬順昌集團有能力控制及管治該合約合營企業之財務及營運政策·並從其業務中獲取利益·則該合營企業被視為實際附屬公司及當作附屬公司形式入賬。

(g) 固定資產與折舊

除投資物業外·固定資產按成本值減累計折舊及累計減值虧損入賬。

因修整及改善固定資產而可增加其未來經濟利益之開支轉撥資本·而維修及保養開支則於產生時作為開支。

1. Principal Accounting Policies (Cont'd)

(g) Fixed assets and depreciation (Cont'd)

Leasehold land is depreciated over the period of the lease, while other fixed assets are depreciated on a straight-line basis at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives. The principal annual rates of depreciation are as follows:

Land	2% (lease terms)
Buildings	2.5% to 4%
Leasehold improvements	20% to 33% (lease terms)
Furniture and equipment	15% to 33%
Machinery	10% to 25%
Motor vehicles	20%

The depreciation methods and useful lives are reviewed periodically to ensure that the methods and rates of depreciation are consistent with the expected pattern of economic benefits from fixed assets.

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce that asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

The gain or loss on disposal of a fixed asset, other than investment properties, is the difference between the net disposal proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account.

(h) Investment properties

Investment properties are interests in land and buildings in respect of which construction and development have been completed and which are held for their long-term investment potential, any rental income being negotiated at arm's length.

Investment properties are included in the balance sheet at their open market value on the basis of an annual valuation by independent qualified valuers. All changes in the value of investment properties are dealt with in the investment property revaluation reserve unless the balance of this reserve is insufficient to cover a deficit on a portfolio basis, in which case the net deficit is charged to the profit and loss account.

The gain or loss on disposal reported in the profit and loss account is determined based on the net disposal proceeds less the original cost. When an investment property is disposed of, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the investment properties revaluation reserve to the profit and loss account.

Investment properties held on leases with unexpired periods of 20 years or less are depreciated over the remaining portion of the leases.

1. 主要會計政策 (續)

(g) 固定資產與折舊 (續)

租賃土地按其租約期計算折舊，而其他固定資產按直線法於估計可用年內撇銷其成本值減累計減值虧損計算折舊。折舊之年率如下：

土地	2% (租約年期)
樓宇	2.5%至4%
租賃物業裝修	20%至33% (租約年期)
傢俬及設備	15%至33%
機器	10%至25%
汽車	20%

折舊方法及可使用年期定期被檢訂以確保折舊方法及折舊率與固定資產之預期經濟利益模式保持一致。

於每年結算日考慮內部及外界資料，以評估資產有否出現減值。倘若有跡象顯示出現減值，則會估計資產之可收回金額，於適當時確認減值虧損，以將資產扣減至可收回金額。減值虧損於損益表確認。

出售一項固定資產（投資物業除外）之盈虧乃出售所得款項淨額減有關資產當時之賬面值之基準之差額於損益表內予以確認。

(h) 投資物業

投資物業指具有長期投資潛質（而任何租金收入按公平交易商討釐定）之已完成建築工程及發展之契約土地及樓宇之權益。

投資物業均按獨立合資格估值師每年進行之估值所得之公開市值列入資產負債表。投資物業價值之所有變動乃於投資物業重估儲備中處理，除非該儲備之結餘不足彌補按投資組合計算之虧絀，在此情況下，則將虧絀淨額撥入損益表。

於損益表內申報之出售盈虧乃根據出售所得款項淨額減原有成本計算。投資物業出售時，重估儲備中與先前估值有關之已變現部份，將從投資物業重估儲備撥入損益表。

以租約持有而剩餘年期為二十年或以下之投資物業按租約之剩餘年期計算折舊。

1. Principal Accounting Policies (Cont'd)

(i) Long-term investments

Long-term investments, which are held for non-trading purpose, are stated at fair value at the balance sheet date. Changes in the fair value of individual investments are credited or debited to the investment revaluation reserve until the investments are sold or otherwise disposed of or until the investments are determined to be impaired. Upon disposal, the cumulative gain or loss, representing the difference between the net disposal proceeds and the carrying amount of the relevant investments, together with any surplus/deficit transferred from the investment revaluation reserve, is dealt with in the profit and loss account. When there is objective evidence that individual investments are impaired, the cumulative loss recorded in the investment revaluation reserve is taken to the profit and loss account.

(j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, calculated on the first-in, first-out basis, comprises materials, direct labour and an appropriate proportion of all production overhead expenditure. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(k) Installation contracts

When the outcome of an installation contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised when incurred.

When the outcome of an installation contract can be estimated reliably, contract revenue and contract costs are recognised over the period of the contract, respectively, as revenues and expenses. The VSC Group uses the percentage-of-completion method to determine the appropriate amount of revenue and costs to be recognised in a given period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

The aggregate of the costs incurred and the profit/loss recognised on each contract is compared against the progress billings up to the year-end. Where costs incurred and recognised profits (less recognised losses) exceed progress billings, the balance is shown as due from customers on installation contract work under current assets. Where progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is shown as due to customers on installation contract work under current liabilities.

(l) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

1. 主要會計政策 (續)

(i) 長期投資

持有作非買賣用途之長期投資按其公平價值於資產負債表中列賬。個別投資公平價值之變動均於投資重估儲備中計入或扣除，直至有關投資出售或被摒棄或有關投資被釐定出現減值為止。於出售時，累計盈虧乃指出售所得款項淨額及有關投資之賬面值之差額，連同任何轉撥自投資重估儲備之盈餘／虧絀於損益表中處理。倘有客觀證明顯示個別投資出現減值，於投資重估儲備之累計虧損乃計入損益表中。

(j) 存貨

存貨按成本值與可變現淨值兩者中之較低者入賬。成本值以先入先出法計算之原材料、直接勞工工資及適當比例之所有生產費用。可變現淨值乃按預計銷售所得款項扣除估計銷售支出計算。

(k) 安裝合約

倘安裝合約之結果未能可靠地估計，則僅入賬確認大有可能收回之已產生合約成本為合約收入，合約成本於產生期間確認。

倘安裝合約之結果可以可靠地估計，則合約收入及合約成本會按其合約期間，分別入賬確認為收入及開支。萬順昌集團採用完成百分法按適當收入及成本金額在指定期間確認入賬。倘合約成本總額大有可能超逾合約收入總額，則其預算虧損即時入賬確認為開支。

每份合約產生之成本與已確認之損益總額，與截至年終為止之進度款項作一比較。當已發生成本與已確認之溢利（減已確認之虧損）超過進度款項之款額，有關差額將列作流動資產下之應收客戶之安裝合約工程。當進度款項之款額超過已發生成本加已確認之溢利（減已確認之虧損），差額將列作流動負債下之應付客戶之安裝合約工程。

(l) 應收賬款

應收賬款按呆賬情況計提撥備。資產負債表內的應收賬款乃扣除有關撥備後列賬。

1. Principal Accounting Policies (Cont'd)

(m) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

(n) Provisions

Provisions are recognised when the VSC Group has a present obligation, legal or constructive, as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.

Where the VSC Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset only when the reimbursement is virtually certain.

(o) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the VSC Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the VSC Group. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

1. 主要會計政策 (續)

(m) 遞延稅項

遞延稅項乃利用負債法就資產與負債之稅基與它們在賬目之賬面值兩者之短暫時差作全數撥備。於結算日所制訂或大致制訂之稅率用以釐定遞延稅項。

遞延稅項資產乃就大有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延稅項會就有關在附屬公司及聯營公司之投資所產生之短暫時差而撥備，但假若可以控制短暫時差撥回之時間，並大有可能在可預見未來不會撥回該短暫時差則除外。

(n) 撥備

當萬順昌集團因以往事件而承擔現有法律或引申責任，且大有可能因承擔該等責任而導致資源外流，並能可靠估計有關承擔之數額時，將會作出撥備。

撥備會定期檢討及調整，以反映現時之最佳估值。倘貨幣之價值會隨時間出現重大變化，則撥備數額將為預計履行承擔所需開支之現值。

倘萬順昌集團預期撥備得以撥回，則只於有關撥回可在事實上可肯定時確認為獨立資產。

(o) 或然負債及或然資產

或然負債乃指因過往事件而可能產生之負債，或然負債存在與否僅由出現或並無出現一項或多項萬順昌集團未能全力控制之不明朗未來事件而決定。或然負債亦可以是由過往事件產生而尚未予確認之現有債務，有關債務未予確認之原因為不大可能需要經濟資源流出或須承擔之款項未能可靠地計算。或然負債並不予以確認惟已於賬目附註中作出披露。倘資源流出之可能性出現變動因此大有可能導致經濟資源流出，其時或然負債將確認為撥備。

或然資產乃指因過往事件而可能產生之資產，或然資產存在與否僅由出現或並無出現一項或多項萬順昌集團未能全力控制之不明朗未來事件而決定。倘大有可能出現經濟效益流入，或然資產將不予確認，惟於賬目附註中作出披露。倘事實上可肯定會出現經濟效益流入，則有關資產須予以確認。

1. Principal Accounting Policies (Cont'd)

(p) Revenue recognition

Revenue is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the VSC Group. Revenue is recognised on the following bases:

(i) Sales revenue

Sales revenue is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

(ii) Revenue from installation contracts

Revenue from each individual installation contract is recognised using the percentage-of-completion method by reference to the stage of completion of the contract activity, generally based on the proportion of contract costs incurred for work performed to date to estimated total contract costs (see Note 1(k)).

(iii) Rental income

Rental income is recognised on a straight-line basis over the period of the relevant leases.

(iv) Dividend income

Dividend income is recognised when the right to receive payment is established.

(v) Interest income

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

Advance payments received from customers prior to delivery of merchandise or before commencement of installation contract work are recorded as receipts in advance.

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of the leave.

(ii) Pension obligations

The VSC Group's contributions to defined contribution retirement schemes are expensed as incurred.

(r) Borrowing costs

Borrowing costs that are directly attributable to the acquisitions, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

1. 主要會計政策 (續)

(p) 收入確認

收入於交易結果得以可靠地衡量而該交易的經濟利益大有可能流入萬順昌集團時確認。收入按以下基準確認：

(i) 營業收入

營業收入於風險及擁有權移交時確認，通常亦即為貨品付運往客戶和所有權轉讓時。

(ii) 安裝合約之收入

每份個別安裝合約之收入會參照合約活動之完成階段然後以完成百分比計算法予以確認。完成百分比普遍按照已執行工作之合約成本對比預期總合約成本之比例（見附註1(k)）。

(iii) 租金收入

租金收入於有關租約期內以直線法予以確認。

(iv) 股息收入

股息收入乃於確定有權收取股息支付時予以確認。

(v) 利息收入

利息收入以未償還本金按適用息率以時間比例作基準予以確認。

於付運貨品或安裝合約工程展開前預先向客戶收取之款項均列作預收款項入賬。

(q) 員工福利

(i) 僱員應享假期

僱員的應享年假乃於應計予僱員時確認。僱員因提供服務產生的應享年假乃按截至資產負債表結算日的年假估計負債計算撥備。

僱員應享病假及分娩假期僅於支取時才確認。

(ii) 退休金責任

萬順昌集團向界定供款退休金計劃作出的供款乃於產生時列作支出。

(r) 借貸成本

需以長時間準備作計劃用途或出售之資產收購、建造或生產直接應計之借貸成本撥為該資產之部份成本。所有其他借貸成本乃於其產生之年度於損益表扣除。

1. Principal Accounting Policies (Cont'd)

(s) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease period of the relevant leases.

(t) Foreign currency translation

Individual companies within the VSC Group maintain their books and records in the primary currencies of their respective operations ("functional currencies"). In the accounts of the individual companies, transactions in other currencies during the year are translated into the functional currencies at the applicable rates of exchange prevailing at the time of the transaction; monetary assets and liabilities denominated in other currencies are translated into the respective functional currencies at the applicable rates of exchange in effect at the balance sheet date. Exchange gains and losses are dealt with in the profit and loss account of the individual companies.

The VSC Group prepares consolidated accounts in Hong Kong dollars. For the purpose of consolidation, all assets and liabilities of subsidiaries with functional currencies other than Hong Kong dollars are translated into Hong Kong dollars at the applicable rates of exchange in effect at the balance sheet date; all income and expense items are translated at the applicable average exchange rates during the year. Exchange differences arising from such translation are dealt with as movements of cumulative foreign currency translation adjustments.

(u) Forward foreign currency contracts

Forward foreign currency contracts are entered into to hedge against fluctuation in currency exchange rates. When the forward foreign currency contract is used as a hedge of a net monetary assets or liability, the gain or loss on the contract and the discount and premium are taken into the profit and loss account. Where the forward foreign currency contract is used as a hedge of a firm commitment, no gain or loss is recognised during the commitment period; at the end of that period, any gain or loss and the discount or premium are added to, or deducted from, the amount of the relevant transaction.

(v) Segment reporting

In accordance with the VSC Group's internal financial reporting, the VSC Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

Unallocated costs represent corporate expenses. Segment assets consist primarily of all of the VSC Group's operating assets, while segment liabilities consist primarily of all of the VSC Group's operating liabilities. Capital expenditure comprises additions to fixed assets, investment properties, investment in associates and long-term investments, including those arising from acquisition of subsidiaries.

In respect of geographical segment reporting, turnover is based on the destination of delivery of goods or the location for the provision of services. Total assets and capital expenditure are classified where the assets are located.

1. 主要會計政策 (續)

(s) 營業租約

凡資產擁有權之絕大部份風險及回報仍屬出租公司之租約均列為營業租約。營業租約之支出在扣除自出租公司給予之任何獎勵金後，均於有關租約年期以直線法自損益表中扣除。

(t) 外幣換算

萬順昌集團屬下個別公司之賬目及記錄乃以本身營運所在地之主要貨幣（「功能貨幣」）為單位。在個別公司之賬目中，於本年度以其他貨幣進行之交易乃按個別功能貨幣於交易時之適用匯率匯兌，以其他貨幣為單位之貨幣資產及負債乃按功能貨幣於資產負債表結算日之適用匯率匯兌。匯兌盈虧均於個別公司之損益表內處理。

萬順昌集團編製之綜合賬目乃以港元為單位。就綜合賬目而言，所有以港元以外作為功能貨幣之附屬公司之所有資產及負債乃按資產負債表結算日之適用匯率匯兌為港元，所有收支項目均按本年度適用之平均匯率換算。因換算該等交易而出現之匯兌差額列作累積外幣匯兌調整變動處理。

(u) 遠期外匯貨幣合約

遠期外匯貨幣合約用以對沖外幣匯率之波動。當遠期外匯貨幣合約用作對沖其淨貨幣資產或負債，合約之盈虧，以及貼現及溢價乃計入損益表中。倘遠期外匯貨幣合約用作對沖其肯定承擔，於承擔期間盈虧不予確認；於承擔期末時，任何盈虧、貼現或溢價乃於其有關交易金額中加進或減少。

(v) 分類資料

根據萬順昌集團的內部財務報告，萬順昌集團決定以業務分類作為主要申報格式，而地區分類則為次要申報格式。

未分配成本指企業支出。分類資產主要包括萬順昌集團所有經營資產，而分類負債則主要包括萬順昌集團所有經營負債。資本支出包括添置固定資產、投資物業、於聯營公司之投資及長期投資，當中包括因收購附屬公司而添置之資產。

就地區分類申報而言，營業額乃根據貨品付運目的地及提供服務之地點而釐定。總資產及資本支出，以有關資產所在地分類。

1. Principal Accounting Policies (Cont'd)

(w) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, cash investments with a maturity of three months or less from the date of investment and bank overdrafts.

2. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

(a) Details of significant transactions with related parties are:

Name of related party/ Nature of transaction	關連人士名稱／交易性質	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Metal Logistics Company Limited (i)	金屬物流管理有限公司(i)		
– Sales made by the VSC Group	– 萬順昌集團所達成之銷售	399,246	155,716
– Administrative service fees earned by the VSC Group	– 萬順昌集團收取之行政服務費	180	180
– Interest earned by the VSC Group	– 萬順昌集團收取之利息	3,380	5,672
– Commission for procurement services paid/payable by the VSC Group	– 萬順昌集團支付／應付之採購服務佣金	2,221	1,894
iSteelAsia (Hong Kong) Limited (i)	亞洲鋼鐵電子交易所(香港)有限公司(i)		
– Rental income earned by the VSC Group	– 萬順昌集團收取之租金收入	162	198
– Administrative service fees earned by the VSC Group	– 萬順昌集團收取之行政服務費	180	180
Shinsho Corporation (ii)	神鋼商事株式會社(ii)		
– Purchases made by the VSC Group	– 萬順昌集團所達成之採購	104,538	28,596

Notes:

(i) Metal Logistics Company Limited and iSteelAsia (Hong Kong) Limited are wholly owned by iSteelAsia Holdings Limited, a company in which the VSC Group had a 18.9% equity interest as at 31st March 2005 (2004: 18.9%).

(ii) Shinsho Corporation is a minority shareholder of VSC Shinsho Company Limited, a 70% owned subsidiary of the VSC Group.

註:

(i) 金屬物流管理有限公司及亞洲鋼鐵電子交易所(香港)有限公司均由亞鋼集團有限公司全資擁有。於二零零五年三月三十一日萬順昌集團擁有該公司18.9%股權(二零零四年:18.9%)。

(ii) 神鋼商事株式會社乃萬順昌神商有限公司(萬順昌集團擁有70%之附屬公司)之一位少數股東。

1. 主要會計政策(續)

(w) 現金及現金等值

現金及現金等值按成本值於資產負債表列賬。就現金流量表而言，現金及現金等值包括手頭現金、存於銀行之通知存款、現金投資(到期日為投資日期起計三個月或以內)及銀行透支。

2. 與關連人士之交易

關連人士乃指其中一方可直接或間接控制另一方或對另一方之財務及營運決策行使重大影響力。受共同控制或受共同重大影響之人士亦被視為關連人士。

(a) 與關連人士之重大交易詳情如下:

2. Related Party Transactions (Cont'd)

- (b) The amount due from a related company arising from the transactions described in Note 2(a) was included in accounts and bills receivable. Details of such balances are as follows:

Name of related party	關連公司名稱	2005 二零零五年 千港元 HK\$'000	2004 二零零四年 千港元 HK\$'000	Maximum balance outstanding during the year 於年內 最高結餘 千港元 HK\$'000
Metal Logistics Company Limited (i)	金屬物流管理有限公司(i)	118,843	205,611	238,225

Note:

- (i) The balances, arising mainly from sales of steel, are unsecured, repayable according to the VSC Group's normal credit term for trading transactions, and bear interest at commercial lending rates for overdue balances.

- (c) The amount due to a related company arising from the transactions described in Note 2(a) was included in accounts and bills payable. Details of such balances are as follows:

Name of related party	關連公司名稱	2005 二零零五年 千港元 HK\$'000	2004 二零零四年 千港元 HK\$'000
Shinsho Corporation (i)	神鋼商事株式會社(i)	51,762	30,902

Note:

- (i) The balances, arising mainly from purchases of steel, are unsecured, repayable according to normal credit term and bore interest at commercial lending rates.

2. 與關連人士之交易 (續)

- (b) 應收賬款及票據包括附註2(a)所述交易產生之應收一間關連公司款項。有關結餘詳情如下：

註：

- (i) 該結餘主要來自鋼材銷售，並無抵押，按萬順昌集團貿易交易之正常信貸條款償還，且過期結餘按商業利率計算利息。

- (c) 應付賬款及票據包括附註2(a)所述交易產生之應付一間關連公司款項。有關結餘詳情如下：

註：

- (i) 該結餘主要來自鋼材採購，並無抵押，按正常信貸條款償還，且按商業利率計算利息。

3. Turnover and Revenue

Revenues recognised are as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Manufacturing of industrial products	製造工業產品		
– Processing of rolled flat steel products	– 板材產品加工	905,482	392,513
– Enclosure systems	– 系統設備外殼	135,811	109,463
Trading of industrial products	買賣工業產品		
– Engineering plastic resins and injection moulding machines	– 工程塑膠樹脂及注塑機	248,188	172,265
Stockholding and trading of construction materials	存銷與買賣建築材料		
– Steel products – steel rebars, structural steel and flat steel products	– 鋼材產品 – 鋼筋、結構鋼及 板材產品	2,690,626	2,734,287
– Sanitary ware and kitchen cabinets	– 潔具及廚櫃	151,943	97,350
– Revenue from installation work of kitchen cabinets	– 安裝廚櫃之收入	4,557	41,387
Rental income	租金收入	2,014	1,845
Total turnover	總營業額	4,138,621	3,549,110
Interest income	利息收入	5,059	6,310
Dividend income from an unlisted long-term investment	一項非上市長期投資之股息收入	2,296	374
Guaranteed return from a joint venture (i)	一間合營公司之保證回報(i)	2,033	4,344
		9,388	11,028
Total revenues	總收入	4,148,009	3,560,138

Note:

(i) During the year ended 31st March 2005, the VSC Group received a guaranteed return of approximately HK\$2,033,000 (2004: HK\$4,344,000) from a joint venture.

3. 營業額及收入

收入按以下確認:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Manufacturing of industrial products	製造工業產品		
– Processing of rolled flat steel products	– 板材產品加工	905,482	392,513
– Enclosure systems	– 系統設備外殼	135,811	109,463
Trading of industrial products	買賣工業產品		
– Engineering plastic resins and injection moulding machines	– 工程塑膠樹脂及注塑機	248,188	172,265
Stockholding and trading of construction materials	存銷與買賣建築材料		
– Steel products – steel rebars, structural steel and flat steel products	– 鋼材產品 – 鋼筋、結構鋼及 板材產品	2,690,626	2,734,287
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Rental income	租金收入	2,014	1,845
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Interest income	利息收入	5,059	6,310
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Guaranteed return from a joint venture (i)	一間合營公司之保證回報(i)	2,033	4,344
		9,388	11,028
Total revenues	總收入	4,148,009	3,560,138

註:

(i) 截至二零零五年三月三十一日止年度內，萬順昌集團收取一間合營公司之保證回報約2,033,000港元(二零零四年:4,344,000港元)。

4. Other Income/Expense, Net

4. 其他收益／支出淨額

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Surplus on revaluation of investment properties	投資物業之重估盈餘	25,654	2,818
Gain on disposal of investment properties	出售投資物業之收益	55	2,476
Gain on disposal of a land and building	出售一項土地及樓宇之收益	10,474	-
Impairment loss of a long-term investment	一項長期投資之減值虧損	(10,000)	-
		26,183	5,294

5. Operating Profit

5. 經營溢利

Operating profit is determined after charging or (crediting) the following items:

經營溢利已扣除或(計入)下列各項:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
After charging:	已扣除:		
Staff costs (including directors' emoluments) (see Note 7)	員工成本(包括董事酬金)(見附註7)	80,346	68,681
Operating lease rentals of premises	物業之營業租約租金	8,539	7,610
Provision for bad and doubtful accounts receivable	呆壞應收賬款撥備	1,813	609
Provision for and write-off of inventories	存貨撥備及撇銷	1,845	3,116
Depreciation of fixed assets	固定資產之折舊	21,844	16,791
Net loss on disposal of fixed assets	出售固定資產之虧損淨額	-	5
Amortisation of goodwill (including in general and administrative expenses)	商譽攤銷(包括於一般及行政支出內)	3,969	2,359
Auditors' remuneration	核數師酬金	1,038	880
After crediting:	已計入:		
Rental income, less outgoings	租金收入·扣除支出	(1,829)	(1,672)
Net gain on disposal of other fixed assets (excluding land and buildings)	出售其他固定資產之收益淨額(不包括土地及樓宇)	(107)	-
Net exchange gain	外滙兌換收益淨額	(2,369)	(3,583)
Interest income from	來自下列項目之利息收入		
- bank deposits	- 銀行存款	(1,624)	(406)
- overdue accounts receivable	- 到期應收賬款	(3,435)	(5,904)

6. Finance Costs

6. 財務費用

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interest expense on	利息支出於		
– bank loans wholly repayable within five years	– 須於五年內全數償還之 銀行貸款	17,740	11,832
– other short-term loans wholly repayable within five years	– 須於五年內全數償還之 其他短期貸款	187	1,505
		17,927	13,337

7. Staff Costs (Including Directors' Emoluments)

7. 員工成本 (包括董事酬金)

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	72,744	60,357
Bonuses	花紅	3,994	6,494
Pension costs (see Note 36)	退休金成本 (見附註36)	3,608	1,830
		80,346	68,681

8. Directors' and Senior Executives' Emoluments

8. 董事及高級行政人員酬金

(a) Directors' emoluments

(a) 董事酬金

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Fees for independent non-executive directors	獨立非執行董事之董事袍金	571	347
Fees for non-executive directors	非執行董事之董事袍金	80	80
Other emoluments for executive directors	執行董事之其他酬金		
– Salaries and allowances	– 薪金及津貼	2,024	3,213
– Discretionary bonuses (i)	– 酌情花紅(i)	420	2,100
– Retirement contributions	– 退休金供款	64	77
		3,159	5,817

Note:

(i) The executive directors were entitled to discretionary bonuses which were determined with reference to the financial performance of the VSC Group.

註:

(i) 執行董事可享有酌情花紅·此乃參照萬順昌集團之財務表現而釐定。

8. Directors' and Senior Executives' Emoluments (Cont'd)

(a) Directors' emoluments (Cont'd)

In addition to the above-mentioned emoluments, the VSC Group provided a residential apartment (included in land and buildings) to an executive director for his residence up to 30th November 2004, and the rateable value of the apartment during the period occupied by the director was approximately HK\$704,000 (2004: HK\$931,000).

No director waived any emolument during the year. No incentive payment for joining the VSC Group or compensation for loss of office was paid/payable to any directors during the year.

Analysis of directors' emoluments (including the rateable value of the apartment used as a director's residence) by number of directors and emolument ranges is as follows:

		2005 二零零五年	2004 二零零四年
Executive directors	執行董事		
- Nil to HK\$1,000,000	- 無至1,000,000港元	2	1
- HK\$1,000,001 to HK\$1,500,000	- 1,000,001港元至1,500,000港元	2	-
- HK\$1,500,001 to HK\$2,000,000	- 1,500,001港元至2,000,000港元	-	2
- HK\$3,000,001 to HK\$3,500,000	- 3,000,001港元至3,500,000港元	-	1
		4	4
Non-executive director	非執行董事		
- Nil to HK\$1,000,000	- 無至1,000,000港元	1	1
Independent non-executive directors	獨立非執行董事		
- Nil to HK\$1,000,000	- 無至1,000,000港元	4	3
		9	8

8. 董事及高級行政人員酬金 (續)

(a) 董事酬金 (續)

除上述酬金外，直至二零零四年十一月三十日，萬順昌集團為一位執行董事提供一間住宅單位（包括於土地及樓宇內）作其寓所，該單位於董事入住期間內之應課差餉租值約為704,000港元（二零零四年：931,000港元）。

本年度內，並無董事放棄任何酬金。本年度內，並無支付／應付任何酬金予董事以作為鼓勵加入萬順昌集團或離職補償。

董事酬金（包括用作董事寓所之單位之應課差餉租值）按董事人數及酬金範圍之分析如下：

8. Directors' and Senior Executives' Emoluments (Cont'd)**(b) Five highest paid individuals**

The five individuals whose emoluments were the highest in the VSC Group for the year include two (2004: three) directors whose emoluments are reflected in the analysis presented in Note 8(a) above. The emoluments paid/payable to the remaining three (2004: two) individuals were as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	5,696	2,474
Retirement contributions	退休金供款	39	56
		5,735	2,530
		2005 二零零五年	2004 二零零四年
The emoluments fell within the following band: 酬金按組別分析如下:			
- HK\$1,000,001 to HK\$1,500,000	- 1,000,001港元至1,500,000港元	1	2
- HK\$1,500,001 to HK\$2,000,000	- 1,500,001港元至2,000,000港元	1	-
- HK\$2,500,001 to HK\$3,000,000	- 2,500,001港元至3,000,000港元	1	-
		3	2

9. Taxation

VSC is exempted from taxation in Bermuda until 2016.

Hong Kong profits tax has been provided at the rate of 17.5% (2004: 17.5%) on the estimated assessable profit arising in or derived from Hong Kong.

The subsidiaries established in Mainland China are subject to Mainland China enterprise income tax at rates ranging from 10% to 30% (2004: 7.5% to 33%). However, subsidiaries engaging in manufacturing are exempted from Mainland China enterprise income tax for two years starting from the first year of profitable operations after offsetting prior years' tax losses, followed by a 50% reduction for the next three years.

8. 董事及高級行政人員酬金 (續)**(b) 五位最高薪人士**

於年內·萬順昌集團中五位最高薪人士其中二位(二零零四年:三位)為董事·彼等之酬金分析已載於上文附註8(a)·其餘三位(二零零四年:二位)人士之已付/應付酬金為:

9. 稅項

萬順昌獲豁免繳納百慕達稅項直至二零一六年。

香港利得稅乃根據來自或賺取自香港之估計應課稅溢利按稅率17.5%(二零零四年:17.5%)作出撥備。

於中國內地成立之附屬公司按稅率10%至30%(二零零四年:7.5%至33%)繳付中國企業所得稅·此外·從事製造業之附屬公司自首個獲利年度(經抵銷過往年度虧損)起計兩年內可豁免繳付中國企業所得稅·隨後三年則獲50%減免。

9. Taxation (Cont'd)

The amount of taxation (credited)/charged to the consolidated profit and loss account represents:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
VSC and subsidiaries –	萬順昌及附屬公司 –		
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
– Current year	– 本年度	2,492	5,165
– (Over)/Under-provision in prior years	– 過往數個年度之(高估)/ 低估撥備	(595)	25
Mainland China enterprise income tax	中國企業所得稅	6,868	6,464
Deferred taxation relating to the origination and reversal of temporary differences	短暫差異產生及撥回 之遞延稅項		
– Current year	– 本年度	(13,262)	(593)
– Under-provision in prior years	– 過往數個年度之低估撥備	177	–
		(4,320)	11,061

9. 稅項(續)

於綜合損益表中(計入)/扣除之稅項包括:

The taxation on the VSC Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate of Hong Kong, the home country of the VSC Group, and the reconciliation was as follows:

萬順昌集團之除稅前溢利與按照於萬順昌集團所在國家之香港利得稅稅率計算之理論金額有所差異及對賬如下:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit before taxation	除稅前溢利	48,394	96,455
Calculated at Hong Kong profits tax rate of 17.5% (2004: 17.5%)	按香港利得稅稅率17.5% (二零零四年:17.5%)計算	8,469	16,880
Effect of	影響		
– different tax rates in other jurisdictions	– 其他司法權區不同稅率	(5,231)	(2,639)
– income not subject to taxation	– 無須課稅之收入	(5,043)	(458)
– expenses not deductible for income tax purposes	– 不可扣稅之支出	1,887	175
– deferred tax assets not recognised	– 未確認之遞延稅項資產	145	85
– reversal of previously unrecognised deferred tax assets	– 撥回以前未確認之遞延 稅項資產	(4,129)	(3,007)
– (over)/under-provision in prior years	– 過往數個年度之(高估)/ 低估撥備	(418)	25
Taxation (credit)/charge	(計入)/扣除之稅項	(4,320)	11,061

10. Profit Attributable to Shareholders

The consolidated profit attributable to shareholders includes a loss of approximately HK\$82,000 (2004: profit of approximately HK\$35,892,000) dealt with in the accounts of VSC.

11. Dividends

No interim dividend is paid for the year (2004: HK3.1 cents per ordinary share)
Proposed final dividend of HK2.2 cents (2004: HK2.8 cents) per ordinary share
Adjustment to final dividend for 2004

本年度並無派發中期股息
(二零零四年:每股普通股3.1港仙)
建議末期股息每股普通股2.2港仙
(二零零四年:2.8港仙)
調整二零零四年末期股息

10. 股東應佔溢利

本公司之股東應佔綜合溢利中包括本公司本身之虧損約82,000港元(二零零四年:溢利約35,892,000港元)。

11. 股息

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
No interim dividend is paid for the year (2004: HK3.1 cents per ordinary share)	-	10,882
Proposed final dividend of HK2.2 cents (2004: HK2.8 cents) per ordinary share	8,109	10,298
Adjustment to final dividend for 2004	5	-
	8,114	21,180

12. Earnings Per Share

The calculation of basic earnings per share for the year ended 31st March 2005 is based on the consolidated profit attributable to shareholders of approximately HK\$41,077,000 (2004: HK\$81,063,000) and the weighted average number of approximately 368,190,000 ordinary shares (2004: 329,088,000 ordinary shares) in issue during the year.

The calculation of diluted earnings per share for the year ended 31st March 2005 is based on the consolidated profit attributable to shareholders of approximately HK\$41,077,000 (2004: HK\$81,063,000) and the diluted weighted average number of approximately 370,387,000 ordinary shares (2004: 344,131,000 ordinary shares) in issue after adjusting for the potential dilutive effect in respect of outstanding share options.

12. 每股盈利

截至二零零五年三月三十一日止年度之每股基本盈利乃根據股東應佔綜合溢利約41,077,000港元(二零零四年:81,063,000港元)及年內已發行股份之加權平均數約368,190,000普通股(二零零四年:329,088,000普通股)計算。

截至二零零五年三月三十一日止年度之每股攤薄後盈利乃根據股東應佔綜合溢利約41,077,000港元(二零零四年:81,063,000港元)及已發行股份之攤薄後加權平均數約370,387,000普通股(二零零四年:344,131,000普通股)計算,並已就具潛在攤薄作用之尚未行使的購股權作出調整。

13. Fixed Assets

Movements were:

13. 固定資產

變動為:

		Consolidated 綜合				
		2005 二零零五年				
		Land and buildings 土地及樓宇 HK\$'000 千港元	Leasehold improve- ments, furniture and equipment 租賃 物業裝修、 傢俬及設備 HK\$'000 千港元	Machinery 機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本					
Beginning of year	年初	101,894	48,076	68,329	7,040	225,339
Additions	添置	18,298	7,301	1,745	2,893	30,237
Disposals	出售	(32,206)	(387)	(1,240)	(1,979)	(35,812)
Transfer to investment properties	轉撥往投資物業	(18,425)	-	-	-	(18,425)
End of year	年終	69,561	54,990	68,834	7,954	201,339
Accumulated depreciation	累計折舊					
Beginning of year	年初	16,112	23,581	22,554	3,726	65,973
Charge for the year	本年度折舊	3,465	9,307	7,708	1,364	21,844
Disposals	出售	(6,280)	(258)	(1,240)	(1,767)	(9,545)
Transfer to investment properties	轉撥往投資物業	(2,948)	-	-	-	(2,948)
End of year	年終	10,349	32,630	29,022	3,323	75,324
Net book value	賬面淨值					
End of year	年終	59,212	22,360	39,812	4,631	126,015
Beginning of year	年初	85,782	24,495	45,775	3,314	159,366

13. Fixed Assets (Cont'd)

Details of the geographical locations and tenure of land and buildings were:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Hong Kong	香港		
– leases of between 10 to 50 years	– 10至50年租約	–	15,477
– leases over 50 years	– 超逾50年租約	1,702	28,153
Mainland China	中國內地		
– land use right of between 10 to 50 years	– 10至50年之土地使用權	41,253	42,152
– land use right over 50 years	– 超逾50年之土地使用權	16,257	–
		59,212	85,782

At 31st March 2005, land and buildings with net book value of approximately HK\$9,351,000 (2004: HK\$8,523,000) were pledged as collateral for certain of the VSC Group's short-term bank loans (see Note 37).

13. 固定資產 (續)

土地及樓宇之地理位置及業權租賃期詳情為：

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Hong Kong	香港		
– leases of between 10 to 50 years	– 10至50年租約	–	15,477
– leases over 50 years	– 超逾50年租約	1,702	28,153
Mainland China	中國內地		
– land use right of between 10 to 50 years	– 10至50年之土地使用權	41,253	42,152
– land use right over 50 years	– 超逾50年之土地使用權	16,257	–
		59,212	85,782

於二零零五年三月三十一日，作為萬順昌集團短期銀行貸款抵押品之土地及樓宇賬面淨值合共約9,351,000港元(二零零四年:8,523,000港元)(見附註37)。

14. Investment Properties

Movements were:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Beginning of year	年初	36,448	31,000
Additions	添置	–	7,430
Transfer from fixed assets	自固定資產轉撥	15,477	–
Disposals	出售	(8,548)	(4,800)
Surplus on revaluation	重估盈餘	27,723	2,818
End of year	年終	71,100	36,448

14. 投資物業

變動為：

14. Investment Properties (Cont'd)

Details of the geographical locations and tenure of investment properties were:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Hong Kong	香港		
– leases of between 10 to 50 years	– 10至50年租約	56,000	18,500
– leases of over 50 years	– 超逾50年租約	15,100	11,900
Mainland China	中國內地		
– land use right over 50 years	– 超逾50年之土地使用權	–	6,048
		71,100	36,448

Investment properties of approximately HK\$38,100,000 (2004: HK\$30,400,000) were stated at open market value as at 31st March 2005 as determined by Jointgoal Surveyors Limited, independent qualified valuers, while investment properties of HK\$33,000,000 (2004: Nil) were stated at open market value as at 31st March 2005 as determined by Ian Cullen & Associates, independent qualified valuers. At 31st March 2004, an investment property of approximately HK\$6,048,000 was stated at the amount of disposal in April 2004.

The VSC Group leases out certain investment properties under operating leases, for an initial period of two to three years, with an option to renew on renegotiated terms. None of the leases includes contingent rentals. During the year ended 31st March 2005, the gross rental income from investment properties amounted to approximately HK\$1,483,000 (2004: HK\$1,433,000). As at 31st March 2005, the VSC Group's future rental income under non-cancellable operating leases was as follows:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Not later than one year	未逾1年	1,557	834
Later than one year and not later than five years	逾1年及未逾5年	960	1,208
		2,517	2,042

14. 投資物業 (續)

投資物業之地理位置及業權租賃期詳情為:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Hong Kong	香港		
– leases of between 10 to 50 years	– 10至50年租約	56,000	18,500
– leases of over 50 years	– 超逾50年租約	15,100	11,900
Mainland China	中國內地		
– land use right over 50 years	– 超逾50年之土地使用權	–	6,048
		71,100	36,448

約38,100,000港元(二零零四年:30,400,000港元)投資物業按獨立合資格估值師晉高測量師有限公司所釐定於二零零五年三月三十一日之公開市值列賬。惟33,000,000港元(二零零四年:無)投資物業按獨立合資格估值師高練賢特許測計師行所釐定於二零零五年三月三十一日之公開市值列賬。於二零零四年三月三十一日,一項約6,048,000港元投資物業以二零零四年四月出售之金額列賬。

萬順昌集團訂立營業租約租出若干投資物業,初步訂立為期2至3年,並有選擇權於再協商下續約。沒有租約為或然租約。截至二零零五年三月三十一日止年度內,由投資物業帶來之租金收入總額約為1,483,000港元(二零零四年:1,433,000港元)。於二零零五年三月三十一日,萬順昌集團訂立不可撤回之營業租約之未來租金收入如下:

15. Investments in Subsidiaries

15. 於附屬公司之投資

		Company 公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份·按成本值	71,746	71,746
Due from subsidiaries	應收附屬公司	431,261	428,666
		503,007	500,412

The amounts due from subsidiaries are unsecured and non-interest bearing. As at 31st March 2004, HK\$12,000,000 due from a subsidiary classified under current assets, is unsecured, non-interest bearing and has no pre-determined repayment terms.

應收附屬公司之款項並無抵押及不計利息。於二零零四年三月三十一日，流動資產中應收一間附屬公司之12,000,000港元並無抵押，不計利息及無特定償還條款。

Details of the principal subsidiaries as at 31st March 2005 were:

於二零零五年三月三十一日主要附屬公司之詳情為：

Name 名稱	Place of incorporation and operations 註冊成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊資本	Percentage of equity interest attributable to the VSC Group (i) 萬順昌集團 應佔之股本 權益百分比(ii)	Principal activities 主要業務
Dongguan Van Shung Chong Steel Products Co., Ltd. (iii) 東莞萬順昌鋼鐵制品有限公司(iii)	Mainland China 中國內地	HK\$36,190,000 36,190,000港元	100%	Processing of rolled flat steel products 板材產品加工
Leisure Plus International Trading (Shanghai) Co., Ltd. (iii) 利尚派國際貿易(上海)有限公司(iii)	Mainland China 中國內地	US\$200,000 200,000美元	100%	Trading of sanitary ware 買賣潔具
Senior Rich Development Limited 先滿發展有限公司	Hong Kong 香港	HK\$380 ordinary HK\$10,000 non-voting deferred (ii) 380港元普通股 10,000港元 無投票權遞延股(ii)	100%	Property holding 持有物業
Shanghai Bao Shun Chang International Trading Co., Ltd. (iii) 上海寶順昌國際貿易有限公司(iii)	Mainland China 中國內地	US\$600,000 600,000美元	66.7%	Trading and stockholding of steel 買賣及存銷鋼材
Guangzhou Shenchang Metal Products Co., Ltd. (formerly known as SMC Industries Ltd.) (iii) 廣州神昌金屬制品有限公司 (前稱廣州蜆華實業有限公司)(iii)	Mainland China 中國內地	HK\$34,875,798 34,875,798港元	70%	Processing of rolled flat steel products 板材產品加工
Tianjin Van Shung Chong Metal Products Co., Ltd. (iii) 天津萬順昌金屬制品有限公司(iii)	Mainland China 中國內地	HK\$23,400,000 23,400,000港元	100%	Processing of rolled flat steel products 板材產品加工

15. Investments in Subsidiaries (Cont'd)

15. 於附屬公司之投資(續)

Name 名稱	Place of incorporation and operations 註冊成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of equity interest attributable to the VSC Group (i) 萬順昌集團 應佔之股本 權益百分比(ii)	Principal activities 主要業務
Tomahawk Capital Limited 東誠企業(香港)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	Finance business 財務業務
Van Shung Chong (B.V.I.) Limited	British Virgin Islands 英屬處女群島	US\$6 6美元	100%	Investment holding 投資控股
Van Shung Chong Hong Limited 萬順昌行有限公司	Hong Kong 香港	HK\$2,000 ordinary HK\$10,000,000 non-voting deferred (ii) 2,000港元普通股 10,000,000港元 無投票權遞延股(ii)	100%	Trading of steel and provision of management services 買賣鋼材與及提供 管理服務
Vantage Godown Company Limited 順發貨倉有限公司	Hong Kong 香港	HK\$200,000 200,000港元	100%	Provision of warehousing services 提供倉庫服務
VJY Telecommunication Equipment (Shenzhen) Company Limited (iii) 萬嘉源通訊設備(深圳)有限公司(iii)	Mainland China 中國內地	HK\$15,000,000 15,000,000港元	100%	Manufacture of enclosure systems 製造系統設備外殼
VSC (Beijing) Investment Ltd.	British Virgin Islands 英屬處女群島	US\$2 2美元	100%	Investment holding 投資控股
VSC Building Products Company Limited 萬順昌建築材料有限公司	Hong Kong 香港	HK\$2 2港元	100%	Trading of sanitary ware and kitchen cabinets and kitchen cabinet installation 買賣潔具及廚櫃與及 安裝廚櫃
VSC Plastics Company Limited 萬順昌塑膠有限公司	Hong Kong 香港	HK\$2 2港元	100%	Trading of plastics and injection moulding machines 買賣塑膠及注塑機
VSC Shinsho Company Limited 萬順昌神商有限公司	Hong Kong 香港	US\$9,646,200 9,646,200美元	70%	Trading of processed rolled flat steel products 買賣加工板材產品
VSC Steel Company Limited 萬順昌鋼鐵有限公司	Hong Kong 香港	HK\$38,000 ordinary HK\$20,000,000 non-voting deferred (ii) 38,000港元普通股 20,000,000港元 無投票權遞延股(ii)	100%	Trading and stockholding of steel 買賣及存銷鋼材

15. Investments in Subsidiaries (Cont'd)

15. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation and operations 註冊成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of equity interest attributable to the VSC Group (i) 萬順昌集團 應佔之股本 權益百分比(ii)	Principal activities 主要業務
VSC Steel Products Company Limited 萬順昌鋼鐵制品有限公司	Hong Kong 香港	HK\$2 2港元	100%	Trading of processed rolled flat steel products 買賣加工板材產品
VSC Steel (Shanghai) Co., Ltd. (iii) 亞萬鋼國際貿易(上海)有限公司	Mainland China 中國內地	US\$300,000 300,000美元	100%	Trading and stockholding of steel 買賣及存銷鋼材

Notes:

- (i) The shares of Van Shung Chong (B.V.I.) Limited are held directly by VSC. The shares of other subsidiaries are held indirectly.
- (ii) These non-voting deferred shares are owned by the VSC Group. The non-voting deferred shares have no voting rights, are not entitled to any distributions upon winding up unless a sum of HK\$2,000,000,000 per share has been distributed to the holders of ordinary shares for Van Shung Chong Hong Limited or a sum of HK\$100,000,000,000,000 has been distributed to the holders of ordinary shares for VSC Steel Company Limited and Senior Rich Development Limited.
- (iii) Dongguan Van Shung Chong Steel Products Co., Ltd. is a contractual joint venture established in Mainland China with an operating period of 12 years to 2007. Leisure Plus International Trading (Shanghai) Co., Ltd. and VSC Steel (Shanghai) Co., Ltd. are wholly foreign owned enterprises established in Mainland China with an operating period of 20 years to 2023. Shanghai Bao Shun Chang International Trading Co., Ltd. is an equity joint venture established in Mainland China with an operating period of 20 years to 2014. Guangzhou Shenchang Metal Products Co., Ltd. (formerly known as SMC Industries Ltd.) is a co-operative joint venture established in Mainland China with an operating period of 50 years to 2043. Tianjin Van Shung Chong Metal Products Co., Ltd. is a wholly foreign owned enterprise established in Mainland China with an operating period of 50 years to 2052. VJY Telecommunication Equipment (Shenzhen) Company Limited is a wholly foreign owned enterprise established in Mainland China with an operating period of 15 years to 2016.

The above summary lists the principal subsidiaries which principally affected the results or formed a substantial portion of the net assets of the VSC Group. To give details of other subsidiaries would, in the opinion of VSC's Directors and the VSC Group's management, result in particulars of excessive length.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st March 2005.

註:

- (i) Van Shung Chong (B.V.I.) Limited 之股份由萬順昌直接持有。其他附屬公司之股份則屬間接持有。
- (ii) 此等無投票權遞延股份由萬順昌集團擁有。無投票權遞延股份並無投票權，亦無權於清盤時分享股息及除非萬順昌行有限公司普通股持有人已獲分派每股普通股 2,000,000,000 港元之款額或萬順昌鋼鐵有限公司及先滿發展有限公司之普通股持有人已獲分派 100,000,000,000,000 港元之款額外。
- (iii) 東莞萬順昌鋼鐵制品有限公司乃一間於中國內地成立之中外合營企業，經營期為 12 年，至二零零七年止。利尚派國際貿易(上海)有限公司及亞萬鋼國際貿易(上海)有限公司乃於中國內地成立之外資企業，經營期為 20 年，至二零二三年止。上海寶順昌國際貿易有限公司乃一間於中國內地成立之合資合營企業，經營期為 20 年，至二零一四年止。廣州神昌金屬制品有限公司(前稱廣州鯉華實業有限公司)乃一間於中國內地成立之中外合作企業，經營期為 50 年，至二零四三年止。天津萬順昌金屬制品有限公司乃一間於中國內地成立之外資企業，經營期為 50 年，至二零五二年止。萬嘉源通訊設備(深圳)有限公司乃一間於中國內地成立之外資企業，經營期為 15 年，至二零一六年止。

上述概要列出主要影響萬順昌集團之業績或組成萬順昌集團資產淨值之大部份主要附屬公司。萬順昌之董事及萬順昌集團之管理層認為提供其他附屬公司之詳情將使篇幅過於冗長。

於截至二零零五年三月三十一日止年度之任何時間內，各附屬公司概無任何已發行借貸資本。

16. Investments in Associates

16. 於聯營公司之投資

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Investment cost (i)	投資成本(i)	-	-
Advance to an associate (ii)	借予一間聯營公司之墊款(ii)	12,534	12,534
Less: Provision for doubtful receivables	減: 應收呆賬撥備	(12,532)	(12,532)
		2	2

Notes:

(i) The investment cost was written off in prior years.

(ii) The advance to an associate is unsecured and non-interest bearing.

Details of the associates as at 31st March 2005 were:

註:

(i) 投資成本於過往數個年度撇銷。

(ii) 借予一間聯營公司之墊款並無抵押及不計利息。

於二零零五年三月三十一日聯營公司之詳情為:

Name 名稱	Place of incorporation and operations 註冊成立及 經營地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity interest held indirectly 間接持有股本 權益百分比	Principal activity 主要業務
Dongguan Luen Tung Harbour & Dock Co., Ltd. (i) 東莞聯通港口碼頭有限公司(i)	Mainland China 中國內地	HK\$20,418,128 20,418,128港元	30%	Provision of pier services 提供碼頭服務
Steel Supreme Limited 廣順聯合有限公司	British Virgin Islands/ Mainland China 英屬處女群島/ 中國內地	US\$100 100美元	30%	Provision of pier services 提供碼頭服務

Note:

(i) Dongguan Luen Tung Harbour & Dock Co., Ltd. is a contractual joint venture established in Mainland China with an operating period of 20 years to 2015.

註:

(i) 東莞聯通港口碼頭有限公司乃一間於中國內地成立之合約合營企業，合營期至二零一五年止，為期20年。

17. Long-term Investments

17. 長期投資

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Investment in shares listed in Hong Kong	於香港上市股份之投資		
At cost	按成本值	42,438	42,438
Change in fair value	公平價值變動	(31,601)	(20,705)
		10,837	21,733
Unlisted investments	非上市投資		
At cost	按成本值	23,361	38,376
Accumulated impairment loss	累計減值虧損	(97)	(97)
		23,264	38,279
		34,101	60,012

As at 31st March 2005, the investment in shares listed in Hong Kong represents approximately 18.9% (2004: 18.9%) equity interests in iSteelAsia Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

於二零零五年三月三十一日，於香港上市股份之投資代表亞鋼集團有限公司約18.9%（二零零四年：18.9%）股權（該公司乃於百慕達註冊成立及其股份於香港聯合交易所有限公司創業板上市）。

18. Goodwill

Movements were:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Cost	成本		
Beginning of year	年初	73,479	67,454
Acquisition of subsidiaries (see Note 32(b))	收購附屬公司(見附註32(b))	-	3,979
Adjustment to purchase consideration for subsidiaries/business acquired in prior year	調整以往年度收購附屬公司/ 一項業務之代價	3,705	2,046
End of year	年終	77,184	73,479
Accumulated amortisation	累計攤銷		
Beginning of year	年初	65,189	62,830
Amortisation for the year	年度內攤銷	3,969	2,359
End of year	年終	69,158	65,189
Net book value	賬面淨值		
End of year	年終	8,026	8,290
Beginning of year	年初	8,290	4,624

19. Inventories

Inventories consisted of steel rebars, H-piles, sheet piles, rolled flat steel products, enclosure systems, sanitary ware, kitchen cabinets, engineering plastic resins and machinery spare parts for trading purposes.

18. 商譽

變動為:

19. 存貨

存貨包括作買賣用途之鋼筋、工字鋼、水閘板、板材產品、系統設備外殼、潔具、廚櫃、工程塑膠樹脂及機器零件。

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Gross inventories	存貨總值	900,504	701,071
Less: Provision for obsolete and slow-moving inventories	減:陳舊及滯銷存貨撥備	(4,658)	(5,130)
		895,846	695,941

19. Inventories (Cont'd)

As at 31st March 2005, inventories of approximately HK\$73,054,000 (2004: HK\$15,399,000) were stated at net realisable value.

As at 31st March 2005, inventories of approximately HK\$34,000,000 (2004: HK\$14,950,000) were pledged as collaterals for certain of the VSC Group's short-term bank loans, and certain inventories were held under trust receipts bank loan arrangements (see Note 37).

20. Due from/to Customers on Installation Contract Work

Due from customers on installation contract work consisted of:

		Consolidated 綜合	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Costs plus recognised profits less foreseeable losses	成本加已確認之溢利減可預見虧損		164,306	144,701
Less: Progress billings received and receivable	減: 已收及應收之進度款項		(149,690)	(133,251)
			14,616	11,450

Due to customers on installation contract work consisted of:

		Consolidated 綜合	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Costs plus recognised profits less foreseeable losses	成本加已確認之溢利減可預見虧損		689	15,328
Less: Progress billings received and receivable	減: 已收及應收之進度款項		(1,631)	(15,485)
			(942)	(157)

19. 存貨 (續)

於二零零五年三月三十一日，約73,054,000港元(二零零四年: 15,399,000港元)之存貨以可變現淨值列賬。

於二零零五年三月三十一日，約34,000,000港元(二零零四年: 14,950,000港元)之存貨作萬順昌集團短期銀行貸款之抵押用途及若干存貨根據信託收據銀行貸款安排而持有(見附註37)。

20. 應收/應付客戶之安裝合約工程

應收客戶之安裝合約工程包括:

		Consolidated 綜合	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Costs plus recognised profits less foreseeable losses	成本加已確認之溢利減可預見虧損		164,306	144,701
Less: Progress billings received and receivable	減: 已收及應收之進度款項		(149,690)	(133,251)
			14,616	11,450

應付客戶之安裝合約工程包括:

		Consolidated 綜合	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Costs plus recognised profits less foreseeable losses	成本加已確認之溢利減可預見虧損		689	15,328
Less: Progress billings received and receivable	減: 已收及應收之進度款項		(1,631)	(15,485)
			(942)	(157)

21. Prepayments, Deposits and Other Receivables

Prepayments for purchases	預付採購款項	125,850	32,707
Deposits, other prepayments and other receivables	按金·其他預付款項及其他應收賬款	35,970	55,524

Consolidated 綜合

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
	161,820	88,231

22. Accounts and Bills Receivable

A major portion of the VSC Group's turnover are transacted on an open account basis, with credit periods generally ranging from 15 to 90 days.

Ageing analysis of accounts and bills receivable was as follows:

0 to 60 days	0至60日	448,247	489,809
61 to 120 days	61至120日	170,993	120,418
121 to 180 days	121至180日	83,219	41,907
181 to 365 days	181至365日	20,124	135,342
Over 365 days	超過365日	27,670	61,656
		750,253	849,132
Less: Provision for bad and doubtful receivables	減: 呆壞賬撥備	(13,495)	(12,775)
		736,758	836,357

Included in accounts and bills receivable as at 31st March 2005 were retentions from installation contract work of approximately HK\$4,297,000 (2004: HK\$5,355,000), which were not collectible until satisfaction of the conditions specified in the underlying contracts.

23. Cash and Other Bank Deposits

As at 31st March 2005, other bank deposits of approximately HK\$8,574,000 (2004: HK\$8,374,000) and approximately HK\$3,612,000 (2004: Nil) were pledged as collateral for the VSC Group's banking facilities (see Note 37) and restricted cash for custom deposits in Mainland China, respectively.

As at 31st March 2005, cash and other bank deposits of approximately HK\$102,647,000 (2004: HK\$31,799,000) were denominated in Chinese Renminbi, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

21. 預付款項、按金及其他應收賬款

22. 應收賬款及票據

萬順昌集團之營業額大多以記賬方式進行·信貸期一般介乎15至90日不等。

應收賬款及票據之賬齡分析如下:

Consolidated 綜合

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
	736,758	836,357

於二零零五年三月三十一日·包括在應收賬款及票據內約4,297,000港元(二零零四年:5,355,000港元)為安裝合約工程之保留金·該等款項將直至達成合約所指明之條款後才可收回。

23. 現金及其他銀行存款

於二零零五年三月三十一日·作為萬順昌集團銀行信貸抵押品之其他銀行存款(見附註37)及中國內地海關保證金之限制現金分別為約8,574,000港元(二零零四年:8,374,000港元)和約3,612,000港元(二零零四年:無)。

於二零零五年三月三十一日·萬順昌集團之現金及其他銀行存款約102,647,000港元(二零零四年:31,799,000港元)為中國人民幣·該貨幣為不能在国际市場自由兌換之貨幣·其匯率由中國人民銀行釐定。

24. Short-term Borrowings

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank loans	銀行貸款		
– Trust receipts bank loans	– 信託收據銀行貸款	678,004	661,159
– Short-term bank loans	– 短期銀行貸款	165,644	65,205
– Long-term bank loan, current portion (see Note 26)	– 長期銀行貸款·當期部份 (見附註26)	55,555	27,778
		899,203	754,142
Other loans	其他貸款		
– A minority shareholder of a subsidiary	– 一間附屬公司之一位少數股東	11,700	11,700
– Others	– 其他	–	32,768
		910,903	798,610

Details of the VSC Group's banking facilities are set out in Note 37.

Other loans are unsecured and bore interest at commercial lending rates.

25. Accounts and Bills Payable

Ageing analysis of accounts and bills payable was as follows:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 to 60 days	0至60日	306,357	312,090
61 to 120 days	61至120日	33,015	22,712
121 to 180 days	121至180日	20,524	11,342
181 to 365 days	181至365日	3,671	2,986
Over 365 days	超過365日	1,371	1,499
		364,938	350,629

24. 短期借貸

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank loans	銀行貸款		
– Trust receipts bank loans	– 信託收據銀行貸款	678,004	661,159
– Short-term bank loans	– 短期銀行貸款	165,644	65,205
– Long-term bank loan, current portion (see Note 26)	– 長期銀行貸款·當期部份 (見附註26)	55,555	27,778
		899,203	754,142
Other loans	其他貸款		
– A minority shareholder of a subsidiary	– 一間附屬公司之一位少數股東	11,700	11,700
– Others	– 其他	–	32,768
		910,903	798,610

萬順昌集團銀行融資之詳情已載列於附註37。

其他貸款均無抵押且按商業利率計算利息。

25. 應付賬款及票據

應付賬款及票據之賬齡分析如下：

26. Long-term Bank Loan

26. 長期銀行貸款

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Amounts repayable	償還數額		
– within one year	– 1年內	55,555	27,778
– in the second year	– 第2年	166,667	55,556
– in the third to fifth year	– 第3年至第5年	–	41,666
		222,222	125,000
Less: Amount due within one year included under current liabilities (see Note 24)	減: 於流動負債內需1年內償還數額 (見附註24)	(55,555)	(27,778)
		166,667	97,222

Details of the VSC Group's banking facilities are set out in Note 37.

萬順昌集團銀行融資詳情已載列於附註37。

27. Deferred Taxation

27. 遞延稅項

Deferred taxation are calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2004: 17.5%).

遞延稅項乃按主要稅率17.5% (二零零四年: 17.5%) 以負債法就短暫時差作全數撥備。

The movement on the deferred tax assets/(liabilities) is as follows:

遞延稅項資產/(負債)之變動如下:

		Consolidated 綜合		
		Deferred tax assets 遞延稅項資產 HK\$'000 千港元	Deferred tax liabilities 遞延稅項負債 HK\$'000 千港元	Net deferred taxation 遞延稅項淨額 HK\$'000 千港元
At 1st April 2004	於二零零四年四月一日	447	(104)	343
Deferred taxation credited/(charged) to profit and loss account	於損益表計入/(扣除)之遞延稅項	13,350	(265)	13,085
At 31st March 2005	於二零零五年三月三十一日	13,797	(369)	13,428

As at 31st March 2005, the VSC Group had an unprovided deferred tax asset of approximately HK\$6,523,000 (2004: HK\$10,507,000), primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward indefinitely.

於二零零五年三月三十一日, 萬順昌集團有未撥備之遞延稅項資產約6,523,000港元(二零零四年: 10,507,000港元), 主要來自累計稅項虧損(須受有關稅務機構同意)之稅項影響, 該金額可以無限期結轉後期。

27. Deferred Taxation (Cont'd)

The movement in deferred tax assets/(liabilities) prior to offsetting of balances within the same entity and same taxation jurisdiction is as follows:

		Consolidated 綜合			
		Provisions 撥備 HK\$'000 千港元	Cumulative tax losses 累計稅項虧損 HK\$'000 千港元	Accelerated depreciation 加速折舊 HK\$'000 千港元	Net deferred taxation 遞延稅項淨額 HK\$'000 千港元
At 1st April 2004	於二零零四年四月一日	318	870	(845)	343
Credited/(charged) to profit and loss account	於損益表計入/(扣除)	563	13,054	(532)	13,085
At 31st March 2005	於二零零五年三月三十一日	881	13,924	(1,377)	13,428

28. Share Capital**28. 股本**

		2005 二零零五年		2004 二零零四年	
		Number of shares '000 股份數目 千股	Nominal value HK\$'000 面值 千港元	Number of shares '000	Nominal value HK\$'000
Authorised (Ordinary shares of HK\$0.10 each)	法定(每股面值0.10港元之普通股)	1,000,000	100,000	1,000,000	100,000
Issued and fully paid (Ordinary shares of HK\$0.10 each):	已發行及繳足(每股面值0.10港元之普通股):				
Beginning of year	年初	367,784	36,778	312,257	31,226
Issue of shares through placement	透過配售發行股份	-	-	33,000	3,300
Issue of shares upon exercise of warrants (see Note 29)	因行使認股權證而發行股份(見附註29)	821	83	8,443	844
Issue of shares upon exercise of share options (see Note 30)	因行使購股權而發行股份(見附註30)	-	-	15,100	1,510
Repurchase of shares	回購股份	-	-	(1,016)	(102)
End of year	年終	368,605	36,861	367,784	36,778

遞延稅項資產/(負債)之變動與同一實體及徵稅地區之結餘抵銷前如下:

29. Warrants

Movements were:

Date of issue 發行日期	Exercise period 行使期	Subscription price per share 每股行使價 HK\$ 港元	Number of warrants 認股權證數目			
			Beginning of year 年初 '000 千份	Exercised 行使 '000 千份	Lapsed 失效 '000 千份	End of year 年終 '000 千份
12th November 2001 二零零一年十一月十二日	19th November 2001 to 18th November 2004 二零零一年十一月十九日至 二零零四年十一月十八日	1.18	27,054	(821)	(26,233)	—

During the year ended 31st March 2005, approximately 821,000 warrants (2004: 8,443,000 warrants) were exercised to subscribe for approximately 821,000 shares (2004: 8,443,000 shares) of VSC at a consideration of approximately HK\$967,000 (2004: HK\$9,962,000).

29. 認股權證

變動為：

Beginning of year 年初 '000 千份	Exercised 行使 '000 千份	Lapsed 失效 '000 千份	End of year 年終 '000 千份

於截至二零零五年三月三十一日止年度內，約821,000份認股權證（二零零四年：8,443,000份認股權證）已獲行使以認購萬順昌約821,000股股份（二零零四年：8,443,000股股份），代價約為967,000港元（二零零四年：9,962,000港元）。

30. Share Options

VSC has a share option scheme (the "Share Option Scheme"), under which it may grant options to any person being an employee, agent, consultant or representative (including executive directors and non-executive directors) of the VSC Group to subscribe for shares in VSC, subject to a maximum of 30% of the nominal value of the issued share capital of VSC from time to time, excluding for this purpose shares issued on the exercise of options. The exercise price will be determined by VSC's board of directors and shall be the highest of (i) the closing price of VSC's shares quoted on The Stock Exchange of Hong Kong Limited on the date of grant of the options, (ii) the average closing prices of VSC's shares quoted on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of VSC's shares of HK\$0.10 each.

30. 購股權

根據萬順昌之購股權計劃（「購股權計劃」），萬順昌可授予萬順昌集團之任何僱員、代理人、顧問或代表（包括任何執行董事及非執行董事）以認購萬順昌之股份，而不得超過不時已發行萬順昌股份面值之30%（行使購股權所發行股份除外）。行使價將由萬順昌董事會釐定及最少將按以下列中最高者為準：(i)萬順昌股份於提出授予購股權當日香港聯合交易所有限公司所列之收市價；(ii)萬順昌股份於緊接提出授予購股權日期前五個交易日在香港聯合交易所有限公司所列之平均收市價；及(iii)萬順昌股份面值每股0.10港元。

30. Share Options (Cont'd)

Movement of share options were:

Date of grant 授予日期	Exercise period 行使期	Subscription price per share 每股行使價 HK\$ 港元	Beginning of year 年初 '000 千份	Exercised 行使 '000 千份	Lapsed 失效 '000 千份	End of year 年終 '000 千份
19th September 2003 二零零三年九月十九日	19th September 2005 to 18th September 2013 二零零五年九月十九日至 二零一三年九月十八日	1.4180	2,300	-	-	2,300
2nd May 2003 二零零三年五月二日	2nd May 2003 to 1st May 2013 二零零三年五月二日至 二零一三年五月一日	0.9800	7,250	-	-	7,250
7th May 2003 二零零三年五月七日	7th May 2005 to 6th May 2013 二零零五年五月七日至 二零一三年五月六日	0.9700	6,445	-	(545)	5,900
			15,995	-	(545)	15,450

30. 購股權 (續)

購股權變動如下:

31. Reserves

31. 儲備

		Consolidated 綜合								
		Share premium	Capital redemption reserve	Statutory reserves (i) 法定 儲備(i)	Capital reserve	Investment revaluation reserve	Cumulative foreign currency translation adjustments	Retained profit	Total	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
As at 1st April 2003	於二零零三年四月一日	236,585	76,235	301	58,355	(12,598)	(2,656)	132,956	489,178	
Profit attributable to shareholders	股東應佔溢利	-	-	-	-	-	-	81,063	81,063	
Transfer from retained profit	轉撥自保留溢利	-	-	5,231	-	-	-	(5,231)	-	
Premium arising from issue of shares upon	因發行股份所產生之溢價									
- placement	- 配售	56,100	-	-	-	-	-	-	56,100	
- exercise of warrants	- 行使認股權證	9,118	-	-	-	-	-	-	9,118	
- exercise of share options	- 行使購股權	16,454	-	-	-	-	-	-	16,454	
Share issue expenses	股份發行支出	(4,679)	-	-	-	-	-	-	(4,679)	
Repurchase of shares	回購股份	(866)	968	-	-	-	-	(968)	(866)	
Change in fair value of a long-term investment	一項長期投資公平價值變動	-	-	-	-	6,501	-	-	6,501	
Dividends paid	已付股息	-	-	-	-	-	-	(28,993)	(28,993)	
Translation adjustments	滙兌調整	-	-	-	-	-	(96)	-	(96)	
As at 31st March 2004	於二零零四年三月三十一日	312,712	77,203	5,532	58,355	(6,097)	(2,752)	178,827	623,780	
Representing:	包括:									
Proposed dividend	建議股息							10,298		
Others	其他							168,529		
								178,827		
The Company and subsidiaries	本公司及附屬公司	312,712	77,203	5,532	58,355	(6,097)	(2,752)	180,303	625,256	
Associates	聯營公司	-	-	-	-	-	-	(1,476)	(1,476)	
		312,712	77,203	5,532	58,355	(6,097)	(2,752)	178,827	623,780	

31. Reserves (Cont'd)

31. 儲備(續)

Consolidated
綜合

		Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回 儲備 HK\$'000 千港元	Statutory reserves (i) 法定 儲備(i) HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估 儲備 HK\$'000 千港元	Investment properties revaluation reserve 投資物業 重估儲備 HK\$'000 千港元	Cumulative foreign currency translation adjustments 累計外幣 滙兌調整 HK\$'000 千港元	Retained profit 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 1st April 2004	於二零零四年四月一日	312,712	77,203	5,532	58,355	(6,097)	-	(2,752)	178,827	623,780
Profit attributable to shareholders	股東應佔溢利	-	-	-	-	-	-	-	41,077	41,077
Transfer from retained profit	轉撥自保留溢利	-	-	2,727	-	-	-	-	(2,727)	-
Premium arising from issue of shares upon exercise of warrants (see Note 29)	因發行股份所產生之溢價－行使認股權證(見附註29)	884	-	-	-	-	-	-	-	884
Change in fair value of a long-term investment	一項長期投資公平價值變動	-	-	-	-	(10,896)	-	-	-	(10,896)
Investment revaluation reserve transferred to profit and loss account upon recognition of impairment loss of a long-term investment	一項長期投資之確認減值虧損於投資重估儲備轉撥往損益表	-	-	-	-	10,000	-	-	-	10,000
Surplus on revaluation	重估盈餘	-	-	-	-	-	2,069	-	-	2,069
Dividends paid	已付股息	-	-	-	-	-	-	-	(10,303)	(10,303)
Translation adjustments	滙兌調整	-	-	-	-	-	-	105	-	105
As at 31st March 2005	於二零零五年三月三十一日	313,596	77,203	8,259	58,355	(6,993)	2,069	(2,647)	206,874	656,716
Representing:	包括:									
Proposed dividend	建議股息								8,109	
Others	其他								198,765	
									206,874	
The Company and subsidiaries	本公司及附屬公司	313,596	77,203	8,259	58,355	(6,993)	2,069	(2,647)	208,350	658,192
Associates	聯營公司	-	-	-	-	-	-	-	(1,476)	(1,476)
		313,596	77,203	8,259	58,355	(6,993)	2,069	(2,647)	206,874	656,716

31. Reserves (Cont'd)

31. 儲備(續)

		Company 本公司				
		Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回 儲備 HK\$'000 千港元	Contributed surplus (ii) 繳入盈餘(ii) HK\$'000 千港元	Retained profit 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 1st April 2003	於二零零三年四月一日	236,585	76,235	53,986	25,897	392,703
Profit for the year	年度溢利	-	-	-	35,892	35,892
Premium arising from issue of shares upon	因發行股份所產生 之溢價					
- placement	- 配售	56,100	-	-	-	56,100
- exercise of warrants	- 行使認股權證	9,118	-	-	-	9,118
- exercise of share options	- 行使購股權	16,454	-	-	-	16,454
Share issue expenses for placement	配售之股份發行支出	(4,679)	-	-	-	(4,679)
Repurchase of shares	回購股份	(866)	968	-	(968)	(866)
Dividends paid	已付股息	-	-	-	(28,993)	(28,993)
As at 31st March 2004	於二零零四年三月三十一日	312,712	77,203	53,986	31,828	475,729
Representing:	包括:					
Proposed dividend	建議股息				10,298	
Others	其他				21,530	
					31,828	

31. Reserves (Cont'd)

31. 儲備(續)

		Company 本公司				
		Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回 儲備 HK\$'000 千港元	Contributed surplus (ii) 繳入盈餘(ii) HK\$'000 千港元	Retained profit 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 1st April 2004	於二零零四年四月一日	312,712	77,203	53,986	31,828	475,729
Loss for the year	年度虧損	-	-	-	(82)	(82)
Premium arising from issue of shares upon exercise of warrants (see Note 29)	因行使認股權證而發行股份所產生之溢價(見附註29)	884	-	-	-	884
Dividends paid	已付股息	-	-	-	(10,303)	(10,303)
As at 31st March 2005	於二零零五年三月三十一日	313,596	77,203	53,986	21,443	466,228
Representing:	包括:					
Proposed dividend	建議股息				8,109	
Others	其他				13,334	
					21,443	

Notes:

- (i) Statutory reserves represent enterprise expansion reserve and general reserve fund set up by certain subsidiaries in Mainland China. As stipulated by regulations in Mainland China, the subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior years losses) to the enterprise expansion reserve fund and general reserve fund, at rates determined by their respective boards of directors. The general reserve fund may be used for making up losses and increasing capital while the enterprise expansion reserve fund may be used for increasing capital.
- (ii) Under the Companies Act 1981 of Bermuda, contributed surplus is distributable to shareholders subject to the condition that VSC cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

註:

- (i) 法定儲備乃按中國內地若干附屬公司之企業發展儲備基金及一般儲備基金所設立。按照中國內地法規訂明，於中國內地成立及經營之附屬公司須於其除稅後溢利(經抵銷過往年度虧損)中撥出部份至企業發展儲備基金及一般儲備基金，比率乃由各自董事會釐定。一般儲備基金可用作抵銷虧損及增加股本，而企業發展儲備基金可用作增加股本。
- (ii) 根據百慕達一九八一年公司法，繳入盈餘可分派予股東，惟倘萬順昌在宣派或支付股息或從繳入盈餘作出分派後，(i)萬順昌不能或在作出支付後將不能支付到期債項，或(ii)其資產之可變現價值將會因而少於其債項及其已發行股本及股份溢價賬目的合計總額，則萬順昌不可作出上述的宣派、支付或分派。

32. Notes to Consolidated Cash Flow Statement

- (a) Reconciliation of profit before taxation to net cash outflow generated from operations was as follows:

32. 綜合現金流量表附註

- (a) 除稅前溢利與經營產生之現金流出淨額對賬如下:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit before taxation	除稅前溢利	48,394	96,455
Interest income	利息收入	(5,059)	(6,310)
Interest expense	利息支出	17,927	13,337
Dividend income from an unlisted long-term investment	一項非上市長期投資之股息收入	(2,296)	(374)
Guaranteed return from a joint venture	一間合營公司之保證回報	(2,033)	(4,344)
Depreciation of fixed assets	固定資產之折舊	21,844	16,791
Gain on disposal of investment properties	出售投資物業之收益	(55)	(2,476)
Gain on disposal of a land and building	出售一項土地及樓宇之收益	(10,474)	-
Net (gain)/loss on disposal of other fixed assets (excluding land and buildings)	出售其他固定資產(不包括土地及樓宇)之淨(收益)/虧損	(107)	5
Surplus on revaluation of investment properties	投資物業之重估盈餘	(25,654)	(2,818)
Impairment loss of a long-term investment	一項長期投資之減值虧損	10,000	-
Amortisation of goodwill	商譽攤銷	3,969	2,359
Operating profit before working capital changes	營運資金變動前之經營溢利	56,456	112,625
Increase in inventories	存貨增加	(199,905)	(280,650)
(Increase)/decrease in due from customers on installation contract work	應收客戶之安裝合約工程(增加)/減少	(3,166)	7,584
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款(增加)/減少	(73,589)	7,077
Decrease/(increase) in accounts and bills receivable	應收賬款及票據減少/(增加)	99,599	(152,999)
Decrease in loans receivable	應收貸款減少	400	-
Increase in accounts and bills payable	應付賬款及票據增加	14,309	101,793
Increase/(decrease) in due to customers on installation contract work	應付客戶之安裝合約工程增加/(減少)	785	(4,433)
(Decrease)/increase in receipts in advance	預收款項(減少)/增加	(2,228)	3,919
Increase in accrued liabilities and other payables	應計負債及其他應付款項增加	10,470	15,657
Net cash outflow generated from operations	經營產生之現金流出淨額	(96,869)	(189,427)

32. Notes to Consolidated Cash Flow Statement (Cont'd)

- (b) During the year ended 31st March 2004, the VSC Group acquired several subsidiaries for a consideration of approximately HK\$30,507,000. Details of the net assets of the subsidiaries as at the date of acquisition were:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Fixed assets	固定資產	-	30,624
Inventories	存貨	-	33,814
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	-	1,638
Accounts receivable	應收賬款	-	30,379
Pledged bank deposits	已抵押銀行存款	-	4,424
Cash and other bank deposits	現金及其他銀行存款	-	22,287
Short-term borrowings	短期借貸	-	(44,468)
Accounts and bills payable	應付賬款及票據	-	(36,816)
Receipts in advance	預收款項	-	(467)
Accrued liabilities and other payables	應計負債及其他應付款項	-	(1,329)
Minority interest	少數股東權益	-	(13,558)
Net assets acquired	所收購之淨資產	-	26,528
Goodwill	商譽	-	3,979
Consideration for the acquisition	收購之作價	-	30,507

Analysis of net cash outflow in respect of acquisition of the subsidiaries was as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Consideration for the acquisition	收購之作價	-	30,507
Less: Consideration payable as at 31st March 2004	減：於二零零四年三月三十一日之應付作價	-	(1,233)
Cash and other bank deposits acquired	所收購之現金及其他銀行存款	-	(22,287)
Net cash outflow	現金流出淨額	-	6,987

During the year ended 31st March 2005, the VSC Group settled outstanding consideration payable of approximately HK\$1,233,000 and an additional amount of approximately HK\$3,705,000 for the acquisition of the above subsidiaries.

32. 綜合現金流量表附註(續)

- (b) 於截至二零零四年三月三十一日止年度，萬順昌集團收購若干附屬公司之權益，作價約為30,507,000港元。於收購日附屬公司之淨資產詳情為：

因應收購附屬公司之現金流出淨額分析如下：

於截至二零零五年三月三十一日止年度，萬順昌集團已支付未清償之應付作價約1,233,000港元及用作收購上述附屬公司之額外金額約3,705,000港元。

32. Notes to Consolidated Cash Flow Statement (Cont'd)

32. 綜合現金流量表附註(續)

(c) Analysis of changes in financing:

(c) 融資變動分析為:

		Share capital and share premium 股本及 股份溢價 HK\$'000 千港元	Trust receipts bank loans 信託收據 銀行貸款 HK\$'000 千港元	Bank loans 銀行貸款 HK\$'000 千港元	Other short-term loans 其他 短期貸款 HK\$'000 千港元	Minority interests 少數 股東權益 HK\$'000 千港元
As at 1st April 2003	於二零零三年四月一日	267,811	490,879	82,463	37,800	6,502
Issue of shares	發行股份					
- placement (see Note 28)	- 配售(見附註28)	59,400	-	-	-	-
- warrants (see Note 29)	- 認股權證(見附註29)	9,962	-	-	-	-
- share options (see Note 30)	- 購股權(見附註30)	17,964	-	-	-	-
Share issue expenses	發行股份支出	(4,679)	-	-	-	-
Repurchase of shares	回購股份	(968)	-	-	-	-
Net increase in trust receipts	信託收據銀行貸款之					
bank loans	淨增加	-	170,280	-	-	-
New loans	新增貸款	-	-	156,175	-	-
Repayment of loans	償還貸款	-	-	(48,433)	(37,800)	-
Share of profit by minority shareholders of subsidiaries	附屬公司之少數股東 所佔溢利	-	-	-	-	4,331
Dividends paid to a minority shareholder of a subsidiary	已付一間附屬公司之 一名少數股東股息	-	-	-	-	(225)
Acquisition of subsidiaries	收購附屬公司	-	-	-	44,468	13,558
As at 31st March 2004	於二零零四年三月三十一日	349,490	661,159	190,205	44,468	24,166
Issue of shares	發行股份					
- warrants (see Note 29)	- 認股權證(見附註29)	967	-	-	-	-
Net increase in trust receipts	信託收據銀行貸款之					
bank loans	淨增加	-	16,845	-	-	-
New loans	新增貸款	-	-	249,064	-	-
Repayment of loans	償還貸款	-	-	(51,403)	(32,768)	-
Share of profit by minority shareholders of subsidiaries	附屬公司之少數股東 所佔溢利	-	-	-	-	11,637
Capital contribution from a minority shareholder of a subsidiary	一間附屬公司之少數 股東之資本投入	-	-	-	-	94
Dividends paid to a minority shareholder of a subsidiary	已付一間附屬公司之 一名少數股東股息	-	-	-	-	(520)
As at 31st March 2005	於二零零五年三月三十一日	350,457	678,004	387,866	11,700	35,377

(d) Analysis of cash and cash equivalents:
Cash and cash equivalents represent cash and other bank deposits.(d) 現金及現金等值項目之分析:
現金及現金等值項目代表現金及其他銀行存款。

33. Segment Information

The VSC Group operates predominantly in Hong Kong and Mainland China and in two business segments – (i) China Advanced Materials Processing (“CAMP”) including manufacturing of industrial products such as rolled flat steel products and enclosure systems, and trading of industrial products such as engineering plastic resins and injection moulding machines, and (ii) Construction Materials Group (“CMG”) including trading and stockholding of construction materials such as steel products, sanitary ware and kitchen cabinets and the installation work of kitchen cabinets.

(a) Primary segment

Analysis of the VSC Group’s results by business segment was as follows:

33. 分類資料

萬順昌集團主要於香港和中國內地經營兩個業務 – (i) 中國先進材料加工包括製造工業產品例如板材產品及系統設備外殼與及買賣工業產品例如工程塑膠樹脂及注塑機；及(ii) 建築材料包括買賣與存銷建築材料例如鋼材產品、潔具及廚櫃與及廚櫃安裝。

(a) 主要分類

萬順昌集團之業績按業務分類之分析如下：

		2005 二零零五年			
		CAMP 中國先進 材料加工 HK\$'000 千港元	CMG 建築材料 HK\$'000 千港元	Other operations 其他業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Turnover	營業額				
Sales to external customers	對外客戶銷售	1,289,481	2,847,126	2,014	4,138,621
Segment results	分類業績	103,923	(20,835)	1,086	84,174
Other revenue	其他收入	2,654	255	6,479	9,388
Other income/expense, net	其他收益／支出淨額	–	–	26,183	26,183
Unallocated corporate expenses	未分配企業開支				(53,424)
Operating profit	經營溢利				66,321
Finance costs	財務費用				(17,927)
Taxation	稅項				4,320
Profit after taxation but before minority interests	除稅後但未計少數股東權益前溢利				52,714
Assets	資產	868,590	1,262,780	141,374	2,272,744
Liabilities	負債	465,317	849,742	228,731	1,543,790
Capital expenditure	資本支出	8,128	5,834	20,565	34,527
Depreciation and amortisation	折舊及攤銷	16,985	7,181	1,647	25,813

33. Segment Information (Cont'd)

(a) Primary segment (Cont'd)

		2004 二零零四年			Total 總額
		CAMP 中國先進 材料加工 HK\$'000 千港元	CMG 建築材料 HK\$'000 千港元	Other operations 其他業務 HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額				
Sales to external customers	對外客戶銷售	674,241	2,873,024	1,845	3,549,110
Segment results	分類業績	69,934	67,698	(644)	136,988
Other revenue	其他收入	516	456	10,056	11,028
Other income/expense, net	其他收益/支出淨額	-	-	5,294	5,294
Unallocated corporate expenses	未分配企業開支				(43,518)
Operating profit	經營溢利				109,792
Finance costs	財務費用				(13,337)
Taxation	稅項				(11,061)
Profit after taxation but before minority interests	除稅後但未計少數 股東權益前溢利				85,394
Assets	資產	615,719	1,254,950	150,605	2,021,274
Liabilities	負債	181,620	1,025,569	129,361	1,336,550
Capital expenditure	資本支出	44,869	6,201	15,552	66,622
Depreciation and amortisation	折舊及攤銷	10,494	7,681	975	19,150

33. 分類資料 (續)

(a) 主要分類 (續)

33. Segment Information (Cont'd)**(b) Secondary segment**

Analysis of the VSC Group's results by geographical segment was as follows:

		2005 二零零五年		
		Hong Kong 香港 <i>HK\$'000</i> 千港元	Mainland China 中國內地 <i>HK\$'000</i> 千港元	Total 總額 <i>HK\$'000</i> 千港元
Turnover	營業額	1,150,722	2,987,899	4,138,621
Segment results	分類業績	(55,172)	139,346	84,174
Other revenue	其他收入	4,451	4,937	9,388
Other income/expense, net	其他收益／支出淨額	26,128	55	26,183
Unallocated corporate expenses	未分配企業開支			(53,424)
Operating profit	經營溢利			66,321
Assets	資產	878,213	1,394,531	2,272,744
Capital expenditure	資本支出	21,453	13,074	34,527
		2004 二零零四年		
		Hong Kong 香港 <i>HK\$'000</i> 千港元	Mainland China 中國內地 <i>HK\$'000</i> 千港元	Total 總額 <i>HK\$'000</i> 千港元
Turnover	營業額	1,171,303	2,377,807	3,549,110
Segment results	分類業績	43,641	93,347	136,988
Other revenue	其他收入	5,724	5,304	11,028
Other income/expense, net	其他收益／支出淨額	1,500	3,794	5,294
Unallocated corporate expenses	未分配企業開支			(43,518)
Operating profit	經營溢利			109,792
Assets	資產	982,069	1,039,205	2,021,274
Capital expenditure	資本支出	10,609	56,013	66,622

33. 分類資料 (續)**(b) 次要分類**

萬順昌集團之業績按地區分類之分析如下：

34. Commitments

(a) Commitments under operating leases

Total commitments payable under various non-cancellable operating lease agreements in respect of rented premises was analysed as follows:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Not later than one year	未逾1年	3,194	6,059
Later than one year and not later than five years	逾1年及未逾5年	-	3,651
		3,194	9,710

(b) Commitments under forward foreign currency contracts

As at 31st March 2005, the VSC Group had outstanding forward foreign currency contracts to purchase approximately US\$70,731,000 (2004: US\$45,509,000) and approximately Euro404,000 (2004: Euro620,000) for approximately HK\$534,192,000 (2004: HK\$357,536,000) and to sell approximately JPY10,300,000 (2004: Nil) for approximately HK\$781,000 (2004: Nil), for the purpose of hedging against the VSC Group's commitments arising from its trading activities.

34. 承擔

(a) 營業租約承擔

根據租用物業之若干不可撤銷營業租約應付之承擔總額分析如下:

(b) 遠期外匯貨幣合約承擔

於二零零五年三月三十一日，萬順昌集團尚有約534,192,000港元(二零零四年:357,536,000港元)未行使之遠期外匯貨幣合約用作採購約70,731,000美元(二零零四年:45,509,000美元)及約404,000歐元(二零零四年:620,000歐元)及約781,000港元(二零零四年:無)未行使之遠期外匯貨幣合約用作沽出約10,300,000日圓(二零零四年:無)，目的為萬順昌集團於貿易活動有關之承諾作出對沖。

35. Contingent Liabilities

Contingent liabilities not provided for in the accounts were:

		Consolidated 綜合		Company 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Performance bonds	履約擔保書	6,293	16,283	-	-
Guarantee relating to a bank loan granted to an investee company	就一間投資之公司所獲一項銀行貸款而提供之擔保	-	2,340	-	-
Guarantees provided by VSC in respect of banking facilities of its subsidiaries (see Note 37)	萬順昌就其附屬公司所獲銀行融資而提供之擔保(見附註37)	-	-	2,171,204	1,569,529
		6,293	18,623	2,171,204	1,569,529

35. 或然負債

未有於賬目撥備之或然負債為:

The VSC's Directors and the VSC Group's management anticipate that no material liabilities will arise from the above bank and other guarantees which arose in the ordinary course of business.

萬順昌之董事及萬順昌集團之管理層預期不會因上述銀行及其他擔保(來自日常業務)而產生重大負債。

36. Pension Schemes

The VSC Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the VSC Group and its employees make monthly contributions to the scheme generally at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation, subject to a prescribed monthly cap.

As stipulated by rules and regulations in Mainland China, the VSC Group contributes to state-sponsored retirement plans for employees of its subsidiaries established in Mainland China. The employees contribute up to 8% of their basic salaries, while the VSC Group contributes approximately 14% to 20% of such salaries and has no further obligations for the actual payment of pensions or post-retirement benefits beyond these contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year ended 31st March 2005, the aggregate amount of the VSC Group's contributions to the aforementioned pension schemes was approximately HK\$3,608,000 (2004: HK\$1,830,000), net of forfeited contributions of approximately HK\$64,000 (2004: 705,000).

37. Banking Facilities and Pledge of Assets

As at 31st March 2005, the VSC Group had aggregate banking facilities of approximately HK\$2,150,512,000 (2004: HK\$1,837,879,000) for overdrafts, loans, and trade financing. These facilities were secured by:

- (i) pledge of the VSC Group's bank deposits of approximately HK\$8,574,000 (2004: HK\$8,374,000) (see Note 23);
- (ii) pledge of the VSC Group's inventories of approximately HK\$34,000,000 (2004: HK\$14,950,000) and certain of VSC Group's inventories held under trust receipts bank loan arrangements (see Note 19);
- (iii) pledge of land and buildings of the VSC Group of approximately HK\$9,351,000 (2004: HK\$8,523,000) (see Note 13); and
- (iv) guarantees provided by VSC (see Note 35).

38. Subsequent Event

Subsequent to year end, on 19th May 2005, iSteelAsia Holdings Limited, the VSC Group's long-term investment, has proposed to offer to its shareholders to subscribe for new shares of HK\$0.01 each at a subscription price of HK\$0.1566 per share. Van Shung Chong (B.V.I.) Limited, a wholly-owned subsidiary, was interested in approximately 18.9% of iSteelAsia Holdings Limited and has undertaken to apply in full for its assured allotment under the open offer and has agreed to underwrite the remainder of the shares offered, involving an aggregate sum of approximately HK\$2,500,000. The process of the offer has not commenced as at the date of approval of these accounts.

39. Approval of Accounts

The accounts were approved by the board of directors on 15th July 2005.

36. 退休金計劃

萬順昌集團安排其香港僱員參與一項由獨立受託人管理之強制性公積金計劃(「強積金計劃」)。該計劃為一項界定供款計劃。根據強積金計劃，萬順昌集團及其僱員各自每月按僱員薪酬(定義見強制性公積金條例)之一般為5%供款，惟每月供款額有指定上限。

根據中國內地法規，萬順昌集團須為其設立於中國內地之附屬公司之僱員對國家資助退休計劃供款。僱員供款最高達其基本薪金之8%，萬順昌集團按該等薪金約14%至20%供款，除每年供款外，毋須支付任何實際退休金或退休後福利。該等國家資助退休計劃須負責向退休僱員支付全部退休金。

於截至二零零五年三月三十一日止年度，萬順昌集團對上述退休金計劃之供款總額約為3,608,000港元(二零零四年：1,830,000港元)，淨沒收供款約64,000港元(二零零四年：705,000港元)。

37. 銀行融資及資產抵押

於二零零五年三月三十一日，萬順昌集團取得合共約2,150,512,000港元(二零零四年：1,837,879,000港元)之銀行融資，包括透支、貸款及貿易融資。此等授信額度以下列方式作抵押：

- (i) 萬順昌集團之已抵押銀行存款約8,574,000港元(二零零四年：8,374,000港元)(見附註23)；
- (ii) 萬順昌集團之存貨約34,000,000港元(二零零四年：14,950,000港元)及萬順昌集團根據信託收據銀行貸款安排持有之若干存貨(見附註19)；
- (iii) 萬順昌集團已抵押土地及樓宇約9,351,000港元(二零零四年：8,523,000港元)(見附註13)；及
- (iv) 由萬順昌提供之擔保(見附註35)。

38. 結算日後事項

於本年度後之二零零五年五月十九日，亞鋼集團有限公司(萬順昌集團之長期投資)建議給予其股東按認購價每股0.1566港元認購每股面值0.01港元新股。Van Shung Chong (B.V.I.) Limited，萬順昌之全資附屬公司，擁有亞鋼集團有限公司約18.9%權益，已承諾將會全數申請認購公开发售下其保證配額，亦已同意包銷餘下發售之股份，所涉及之總金額約為2,500,000港元。發售之程序於審批此等賬目之日尚未開始。

39. 賬目批准

賬目於二零零五年七月十五日獲董事會批准。